RECORDATION NO. 18/49-A FLED

ALVORD AND ALVORD

ATTORNEYS AT LAW 1600 K Street, NW

SUITE 200

Washington, D.C.

20006-2973

(202) 393-2266 Fax (202) 393-2156 DEC 15 '00

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SURFACE TRANSPORTATION BOARD

OF COUNSEL URBAN A. LESTER

December 15, 2000

ELIAS C. ALVORD (1942)

ELLSWORTH C. ALVORD (1964)

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment and Assumption Agreement, dated November 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number <u>18149</u>.

The names and addresses of the parties to the enclosed document are:

Assignor:

Greenbrier Leasing Corporation

One Centerpointe Drive Lake Oswego, OR 97035

Assignee:

Railcar, Ltd.

1819 Peachtree Road, N.E.,

Suite 425

Atlanta, Georgia 30309-1847

A description of the railroad equipment covered by the enclosed document is:

24 flatcars CRLE 8570 - CRLE 8594 (except 8590)

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Mr. Vernon A. Williams December 15, 2000 Page Two

A short summary of the document to appear in the index follows:

Memorandum of Assignment and Assumption Agreement from Greenbrier Leasing Corporation, Assignor, to Railcar, LTD, Assignee, covering 24 flatcars CRLE 8570 - CRLE 8594 (except 8590).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anm Enclosures

DEC 15 '00

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SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

**BETWEEN** 

GREENBRIER LEASING CORPORATION

**AND** 

RAILCAR, LTD.

**NOVEMBER 30, 2000** 

Memorandum of Assignment and Assumption Agreement made and entered into as of November 30, 2000 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and Railcar, Ltd., a Georgia corporation ("Assignee").

## WITNESSETH:

- 1. Assignor, as Lessor, leased to Oregon Steel Mills, Inc. ("Lessee") twenty-four (24) 60-foot six-inch, 100-ton bulkhead flatcars marked and numbered CRLE 8570 through CRLE 8589, inclusive, and CRLE 8591 through CRLE 8594, inclusive (the "Cars"), pursuant to that certain Equipment Lease Agreement dated October 20, 1992, as amended (the "Lease").
- 2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor all of Assignor's right, title and interest in the Cars, as well as Assignor's right, title and interest under the Lease to the extent it relates to the Cars.
- 3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

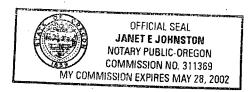
	GREENBRIER LEASING CORPORATION By: Morris M. Well
	Name: Norriss M. Webb
	Title: Executive Vice President
ECORDATION NO. 18149 - A FILED	
DEC 1 5 00 .12-2 1 PM	BX: bulk Lenned
SURFACE TRANSPORTATION BOARD	Name: PAUL H. Kennedy
	Title: VICE PRESIDENT

STATE OF OREGON		) 1
		) ss
COUNTY OF CLACKAMAS		)

On this <u>280th</u> day of <u>Movember</u>, 2000, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Gemit E. Johnston NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF GEORGIA	)
COUNTY OF GWINNETT	) ss. )
PAUL H. KENJEDY  On this 29th day of November	, 2000, before me personal , to me personally known, wh

On this 29 day of November, 2000, before me personally appeared, to me personally known, who being by me duly sworn, says that s/he is the VICE-PRESIDENT of Railcar, Ltd., that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

NOTARY PUBLIC

My commission expires: Blos of

Notary Public, Gwinnett County, Georgia
My Commission Expires January 3, 2004

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